

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter 11

Check if this an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>Sutton 58 Owner LLC, a New York Limited Liability Company</u>		
2. All other names debtor used in the last 8 years	Include any assumed names, trade names and <i>doing business as</i> names		
3. Debtor's federal Employer Identification Number (EIN)	<u>47-1095829</u>		
4. Debtor's address	Principal place of business <u>428-432 East 58th Street</u> <u>New York, NY 10022</u> Number, Street, City, State & ZIP Code	Mailing address, if different from principal place of business <u>500 West Putnam Avenue Ste 400</u> <u>Greenwich, CT 06830</u> P.O. Box, Number, Street, City, State & ZIP Code	
	<u>New York</u> County	Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code	
5. Debtor's website (URL)			
6. Type of debtor	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) <input type="checkbox"/> Partnership (excluding LLP) <input type="checkbox"/> Other. Specify: _____		

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**
 Name _____ Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))

█ None of the above**B. Check all that apply**

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- Chapter 7
- Chapter 9

█ Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

- Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**█ No.** **Yes.**

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor? **No****█ Yes.**

List all cases. If more than 1, attach a separate list.

Debtor See Attachment	Relationship _____	
District _____	When _____	Case number, if known _____

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**
 Name _____ Case number (if known) _____

11. Why is the case filed in this district? Check all that apply:
- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
 What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____
 Number, Street, City, State & ZIP Code _____

Is the property insured?

No
 Yes. Insurance agency _____
 Contact name _____
 Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors 1-49 1,000-5,000 25,001-50,000
 50-99 5001-10,000 50,001-100,000
 100-199 10,001-25,000 More than 100,000
 200-999

15. Estimated Assets \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion
 \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion
 \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion
 \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion

16. Estimated liabilities \$0 - \$50,000 \$1,000,001 - \$10 million \$500,000,001 - \$1 billion
 \$50,001 - \$100,000 \$10,000,001 - \$50 million \$1,000,000,001 - \$10 billion
 \$100,001 - \$500,000 \$50,000,001 - \$100 million \$10,000,000,001 - \$50 billion
 \$500,001 - \$1 million \$100,000,001 - \$500 million More than \$50 billion

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**
Name _____

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature
of authorized
representative of debtor**

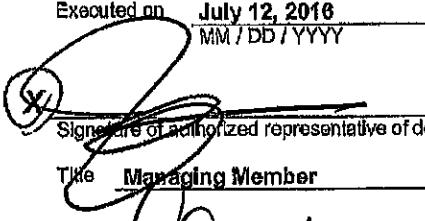
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

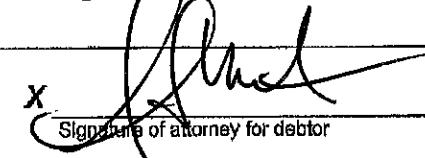
Executed on July 12, 2016
MM / DD / YYYY


X _____
Signature of authorized representative of debtor

Joseph Beninat
Printed name

Title Managing Member

18. Signature of attorney


X _____
Signature of attorney for debtor

Date July 12, 2016
MM / DD / YYYY

Joseph S. Maniscalco, Esq
Printed name

LaMonica Herbst & Maniscalco, LLP
Firm name

**3305 Jerusalem Avenue, Suite 201
Wantagh, NY 11793**
Number, Street, City, State & ZIP Code

Contact phone 516-826-6500 Email address _____

Bar number and State _____

Debtor Sutton 58 Owner LLC, a New York Limited Liability Company Case number (*if known*)
Name _____

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORKCase number (*if known*) _____Chapter 11 Check if this an
amended filing**FORM 201. VOLUNTARY PETITION****Pending Bankruptcy Cases Attachment**

Debtor	<u>BH Sutton Mezz LLC, a Delaware Limited Liability Company</u>	Relationship to you	
District	<u>Southern District of New York</u>	When <u>2/26/16</u>	Case number, if known <u>16-10455</u>
Debtor	<u>Sutton 58 Owner LLC, a Delaware Limited Liability Company</u>	Relationship to you	
District	<u>Southern District of New York</u>	When <u>4/06/16</u>	Case number, if known <u>16-10834</u>

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability Company

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/16

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3671.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 12, 2016

X

Signature of individual signing on behalf of debtor

Joseph Beninati

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name	Sutton 58 Owner LLC, a New York Limited Liability Company
United States Bankruptcy Court for the:	SOUTHERN DISTRICT OF NEW YORK
Case number (if known):	_____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim <small>If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.</small>	Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AAI Architects PC 401 Wellington St W. 3rd Fl M5V 1E7 Toronto, ON		Trade Debt					\$183,573.10
Adam Hakim 9 Dawson Court Purchase, NY 10604		Trade Debt					\$250,000.00
Bauhouse Group I, Inc. 500 West Putnam Avenue Greenwich, CT 06830		Development Agreement dated December 22, 2014					\$50,000.00
Bryan Cave LLP 1290 Ave of the Americas New York, NY 10104		Legal Services					\$202,753.92
Corcoran Sunshine 660 Madison Avenue 12th Fl. New York, NY 10065		Trade Debt					\$440,000.00
Cosentini Consulting Engineers PO Box 911669 Denver, CO 80291		Trade Debt					\$150,049.65
DeSimone Consulting Engineering Group LLC 18 West 18th St 10th Fl New York, NY 10011		Trade Debt					\$84,637.16

Debtor Sutton 58 Owner LLC, a New York Limited Liability Company
 Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Eastern Consolidated 355 Lexington Avenue New York, NY 10017		Trade Debt				\$335,321.00
FP Architects New York Inc. 300 West 57th Street New York, NY 10019		Trade Debt				\$1,061,126.00
James F. Capalino Assoc. Inc. dba Capalino +Company 233 Broadway Ste 710 New York, NY 10279		Trade Debt				\$80,000.00
Jones Lang LaSalle Americas c/o Barry E. Lichtenberg 200 Liberty Street 30th Fl. New York, NY 10281		Trade Debt	Contingent Unliquidated Disputed			\$1,892,250.00
LJC Dismantling Corp 415-A Meacham Ave Elmont, NY 11003		Trade Debt				\$499,505.70
Muchnick, Gollob & Gollob PC 200 Park Ave S Ste 1700 New York, NY 10003		Legal Services				\$47,800.00
Pembroke & Ives Luxurious Interiors LLC 330 West 38th St Ste 1001 New York, NY 10018		Trade Debt				\$558,966.23
Rick Stafford Interstate 20 W36th St 10 Fl N New York, NY 10018		Trade Debt				\$74,500.00
Rowan Williams Davies & Irwin 650 Woodlawn Road West N1K 1B8, Canada Guelph, ON		Trade Debt				\$41,600.00

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**
Name _____

Case number (*if known*) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Steve Meister, Esq. Meister Seelig & Fein LLP 125 Park Ave 7th Fl. New York, NY 10017		Trade Debt				\$44,160.75
The Marino Organization Inc. 747 Third Ave 18th Fl New York, NY 10017		Trade Debt				\$80,000.00
Thornton Tomasetti Inc. PO Box 781187 Philadelphia, PA 19178-1187		Trade Debt				\$42,526.07
Tishman Construction Corp NY 100 Park Ave 5th Fl New York, NY 10017		Trade Debt				\$80,000.00

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability Company

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)

1a. Real property: Copy line 88 from Schedule A/B.....	\$ <u>181,000,000.00</u>
1b. Total personal property: Copy line 91A from Schedule A/B.....	\$ <u>75,060,183.78</u>
1c. Total of all property: Copy line 92 from Schedule A/B.....	\$ <u>256,060,183.78</u>

Part 2: Summary of Liabilities

2. Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D) Copy the total dollar amount listed in Column A, Amount of claim, from line 3 of Schedule D.....	\$ <u>0.00</u>
3. Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)	
3a. Total claim amounts of priority unsecured claims: Copy the total claims from Part 1 from line 5a of Schedule E/F.....	\$ <u>0.00</u>
3b. Total amount of claims of nonpriority amount of unsecured claims: Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F.....	+\$ <u>6,568,524.06</u>
4. Total liabilities	\$ <u>6,568,524.06</u>

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability CompanyUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

 Check if this is an amended filing**Official Form 206A/B****Schedule A/B: Assets - Real and Personal Property**

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

 No. Go to Part 2. Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. Checking, savings, money market, or financial brokerage accounts (*Identify all*)

Name of institution (bank or brokerage firm) Type of account

Last 4 digits of account number

3.1. Wells Fargo Business Account 0248 \$183.784. Other cash equivalents (*Identify all*)

5. Total of Part 1.

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$183.78**Part 2: Deposits and Prepayments**

6. Does the debtor have any deposits or prepayments?

 No. Go to Part 3. Yes Fill in the information below.**Part 3: Accounts receivable**

10. Does the debtor have any accounts receivable?

 No. Go to Part 4. Yes Fill in the information below.

11. Accounts receivable -Gamma Funding, LP

11a. 90 days old or less:	<u>50,000.00</u>	-	<u>0.00</u>	=	<u>\$50,000.00</u>
	face amount		doubtful or uncollectible accounts		

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company** Case number (*if known*)
 Name _____

12. **Total of Part 3.** _____ **\$50,000.00**
 Current value on lines 11a + 11b = line 12. Copy the total to line 82.

Part 4: Investments

13. Does the debtor own any investments?

- No. Go to Part 5.
 Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
 Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
 Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
 Yes Fill in the information below.

	General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
39.	Office furniture Printers, fax machines, computers and computer monitors	\$10,000.00		\$10,000.00

40. **Office fixtures**

41. **Office equipment, including all computer equipment and communication systems equipment and software**

42. **Collectibles** Examples: Antiques and figurines; paintings, prints, or other artwork; books, pictures, or other art objects; china and crystal; stamp, coin, or baseball card collections; other collections, memorabilia, or collectibles

43. **Total of Part 7.** _____ **\$10,000.00**
 Add lines 39 through 42. Copy the total to line 86.

44. Is a depreciation schedule available for any of the property listed in Part 7?

- No
 Yes

45. Has any of the property listed in Part 7 been appraised by a professional within the last year?

- No
 Yes

Part 8: Machinery, equipment, and vehicles

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company** Case number (*if known*)
 Name _____

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
 Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
 Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available.)	Nature and extent of debtor's interest in property	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
55.1. 428 East 58th Street New York, New York 10022; 430 East 58th Street, New York, New York 10022; and 432 East 58th Street, New York, New York 10022	Fee simple	\$181,000,000.00	Appraisal	\$181,000,000.00

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets.
 Copy the total to line 88.

\$181,000,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

- No
 Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
 Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
 Yes Fill in the information below.

General description	Net book value of debtor's interest (Where available)	Valuation method used for current value	Current value of debtor's interest
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60. Patents, copyrights, trademarks, and trade secrets

61. Internet domain names and websites

62. Licenses, franchises, and royalties

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company Name	Case number (<i>If known</i>)
63.	Customer lists, mailing lists, or other compilations	
64.	Other intangibles, or intellectual property - Unused development rights purchased when the Debtor acquired its fee simple interest in Real Property; - Deposits of additional developmental rights purchased when the Debtor acquired its fee simple interest in Real Property; and - Deposits of inclusionary developmental rights purchased when the Debtor acquired its fee simple interest in Real Property.	\$75,000,000.00 \$75,000,000.00
	Surrender Agreement for 22 Tenants who occupied the Real Property	Unknown Unknown
	Certain Unused Development Air Rights for the Real Property	Unknown Unknown
	Unused Development Air Rights from 422 East 58th Street, New York, New York (Lot 37 totaling 21,750 square feet)	Unknown Unknown
	Unused development air rights from 426 East 58th Street, New York, New York (Lot 36) Totaling 13,185 square feet	Unknown Unknown
	Unused development air rights from 434 and 436 East 58th Street, New York New York (Lots 31 and 33) Totaling 33,442 square feet	Unknown Unknown
	Unused development air rights from 440 East 58th Street, New York, New York (Lot 30) Totaling 13,556.	Unknown Unknown
	Unused development air rights from 442 East 58th Street, New York, New York (Lot 129) Totaling 16,267 square feet	Unknown Unknown
	Unused development air rights from 444-446 East 58th Street, New York, New York (Lot 29) Totaling 20,583 square feet	Unknown Unknown
	Unused development air rights from 461 East 58th Street, New York, New York (Lot 22) Totaling 23,428 square feet	Unknown Unknown
	Unused development air rights from 455 East 57th Street, New York, New York (Lot 19) for a bridging agreement to allow for the acquisition of unused development air rights from 461 East 58th Street, New York, New York.	Unknown Unknown

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company** _____ Case number (*If known*)
Name _____

65. **Goodwill**

66. **Total of Part 10.**

Add lines 60 through 65. Copy the total to line 89.

\$75,000,000.00

67. **Do your lists or records include personally identifiable information of customers (as defined in 11 U.S.C. §§ 101(41A) and 107)?**

- No
 Yes

68. **Is there an amortization or other similar schedule available for any of the property listed in Part 10?**

- No
 Yes

69. **Has any of the property listed in Part 10 been appraised by a professional within the last year?**

- No
 Yes

Part 11: All other assets

70. **Does the debtor own any other assets that have not yet been reported on this form?**

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
 Yes Fill in the information below.

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company** Case number (*if known*)
 Name _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	\$183.78	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	\$0.00	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	\$50,000.00	
83. Investments. <i>Copy line 17, Part 4.</i>	\$0.00	
84. Inventory. <i>Copy line 23, Part 5.</i>	\$0.00	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	\$0.00	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	\$10,000.00	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	\$0.00	
88. Real property. <i>Copy line 56, Part 9.....></i>		\$181,000,000.00
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	\$75,000,000.00	
90. All other assets. <i>Copy line 78, Part 11.</i>	+ \$0.00	
91. Total. Add lines 80 through 90 for each column	\$75,060,183.78	+ 91b. \$181,000,000.00
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		\$256,060,183.78

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability Company

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
 Yes. Fill in all of the information below.

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability CompanyUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

 Check if this is an amended filing**Official Form 206E/F****Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

- No. Go to Part 2.
 Yes. Go to line 2.

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

	Amount of claim
3.1 Nonpriority creditor's name and mailing address AAI Architects PC 401 Wellington St W. 3rd Fl M5V 1E7 Toronto, ON Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> \$183,573.10
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.2 Nonpriority creditor's name and mailing address Adam Hakim 9 Dawson Court Purchase, NY 10604 Date(s) debt was incurred _____ Last 4 digits of account number _____	\$250,000.00
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.3 Nonpriority creditor's name and mailing address Bauhouse Group I, Inc. 500 West Putnam Avenue Greenwich, CT 06830 Date(s) debt was incurred _____ Last 4 digits of account number _____	\$50,000.00
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Basis for the claim: Development Agreement dated December 22, 2014 Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	
3.4 Nonpriority creditor's name and mailing address Belkin Burden Wenig & Goldman 270 Madison Ave New York, NY 10016 Date(s) debt was incurred _____ Last 4 digits of account number _____	\$295.00
<input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed	
Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company Name	Case number (if known)	
3.5	Nonpriority creditor's name and mailing address Bryan Cave LLP 1290 Ave of the Americas New York, NY 10104 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$202,753.92
3.6	Nonpriority creditor's name and mailing address Code Consultants Inc. 2043 Woodland Pkwy Ste 300 Saint Louis, MO 63146 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$3,500.00
3.7	Nonpriority creditor's name and mailing address ConEdison JAF Station PO Box 1702 New York, NY 10116 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Utility Invoice</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$600.00
3.8	Nonpriority creditor's name and mailing address Control Point Associates Inc. 35 Technology Drive Warren, NJ 07059 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$14,250.00
3.9	Nonpriority creditor's name and mailing address Corcoran Sunshine 660 Madison Avenue 12th Fl. New York, NY 10065 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$440,000.00
3.10	Nonpriority creditor's name and mailing address Cosentini Consulting Engineers PO Box 911669 Denver, CO 80291 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150,049.65
3.11	Nonpriority creditor's name and mailing address DeSimone Consulting Engineering Group LLC 18 West 18th St 10th Fl New York, NY 10011 Date(s) debt was incurred __ Last 4 digits of account number __	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$84,637.16

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company	Case number (if known)
	Name	
3.12	Nonpriority creditor's name and mailing address Douglas Elliman LLC 712 Fifth Ave 10th Fl New York, NY 10019	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.13	Nonpriority creditor's name and mailing address Eastern Consolidated 355 Lexington Avenue New York, NY 10017	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.14	Nonpriority creditor's name and mailing address Elseman Levine 805 Third Avenue New York, NY 10022	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Legal Services</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.15	Nonpriority creditor's name and mailing address Entek Engineering LLC 166 Ames St. Hackensack, NJ 07601	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.16	Nonpriority creditor's name and mailing address FP Architects New York Inc. 300 West 57th Street New York, NY 10019	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.17	Nonpriority creditor's name and mailing address Intralinks Inc. PO Box 392134 Pittsburgh, PA 15251-9134	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.18	Nonpriority creditor's name and mailing address J.J. Bonamsusa & Associates 200 West 58th Street New York, NY 10119	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed
	Date(s) debt was incurred _____	Basis for the claim: <u>Trade Debt</u>
	Last 4 digits of account number _____	Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company Name _____	Case number (if known) _____
3.19	Nonpriority creditor's name and mailing address JAL 58 LLC c/o Levy Properties 60 E 42nd St Ste 1651 New York, NY 10165 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$5,400.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.20	Nonpriority creditor's name and mailing address JAM Consultants Inc. 104 West 29th St 19th Fl. New York, NY 10001 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$1,600.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.21	Nonpriority creditor's name and mailing address James F. Capalino Assoc. Inc. dba Capalino +Company 233 Broadway Ste 710 New York, NY 10279 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$80,000.00 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.22	Nonpriority creditor's name and mailing address JM2 Architecture P.C. 2410 North Ocean Ave Ste 300 Farmingville, NY 11738 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$26,903.87 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.23	Nonpriority creditor's name and mailing address Jones Lang LaSalle Americas c/o Barry E. Lichtenberg 200 Liberty Street 30th Fl. New York, NY 10281 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$1,892,250.00 <input checked="" type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.24	Nonpriority creditor's name and mailing address Langan Engineering Environmental PO Box 536403 Pittsburgh, PA 15253 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$9,154.50 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.25	Nonpriority creditor's name and mailing address LJC Dismantling Corp 415-A Meacham Ave Elmont, NY 11003 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: <i>Check all that apply.</i> _____ \$499,505.70 <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company Name _____	Case number (if known) _____	
3.26	Nonpriority creditor's name and mailing address Morrison & Foerster LLP 120 Eagle Rock Rd Ste 310 East Hanover, NJ 07936 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$4,521.54
3.27	Nonpriority creditor's name and mailing address Muchnick, Golieb & Golieb PC 200 Park Ave S Ste 1700 New York, NY 10003 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$47,800.00
3.28	Nonpriority creditor's name and mailing address New York Immigration Fund LLC 267 Broadway 2nd Fl New York, NY 10007 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$31,342.50
3.29	Nonpriority creditor's name and mailing address NRAI Inc. PO Box 4349 Carol Stream, IL 60197 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$162.00
3.30	Nonpriority creditor's name and mailing address NYC Water Board PO Box 11863 Newark, NJ 07101 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13.48
3.31	Nonpriority creditor's name and mailing address OVE Arup & Partners PC 77 Water St 5th Fl. New York, NY 10005 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$13,160.00
3.32	Nonpriority creditor's name and mailing address Pembroke & Ives Luxurious Interiors LLC 330 West 38th St Ste 1001 New York, NY 10018 Date(s) debt was incurred _____ Last 4 digits of account number _____	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$558,966.23

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company	Case number (if known)	
	Name		
3.33	Nonpriority creditor's name and mailing address Pillori Associates P.A. 333 Meadowlands Pkwy Ste 102 Secaucus, NJ 07094	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$150.00
3.34	Date(s) debt was incurred _____ Last 4 digits of account number _____		
3.35	Nonpriority creditor's name and mailing address Rick Stafford Interstate 20 W36th St 10 Fl N New York, NY 10018	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$74,500.00
3.36	Date(s) debt was incurred _____ Last 4 digits of account number _____		
3.37	Nonpriority creditor's name and mailing address Rowan Williams Davies & Irwin 650 Woodlawn Road West N1K 1B8, Canada Guelph, ON	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$41,600.00
3.38	Date(s) debt was incurred _____ Last 4 digits of account number _____		
3.39	Nonpriority creditor's name and mailing address S.M. Berger Architecture P.C. PO Box 222113 Great Neck, NY 11022	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$29,812.50
3.37	Nonpriority creditor's name and mailing address Steve Meister, Esq. Meister Seelig & Fein LLP 125 Park Ave 7th Fl. New York, NY 10017	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Trade Debt</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$44,160.75
3.38	Date(s) debt was incurred _____ Last 4 digits of account number _____		
3.39	Nonpriority creditor's name and mailing address The Law Firm of Elias Schwartz 343 Great Neck Road Great Neck, NY 11021	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: <u>Legal Services</u> Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes	\$28,489.58
3.39	Date(s) debt was incurred _____ Last 4 digits of account number _____		
			\$31,725.00

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company	Case number (if known)
3.40	Nonpriority creditor's name and mailing address The Marino Organization Inc. 747 Third Ave 18th Fl New York, NY 10017	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.41	Nonpriority creditor's name and mailing address Thornton Tomasetti Inc. PO Box 781187 Philadelphia, PA 19178-1187	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.42	Nonpriority creditor's name and mailing address Tishman Construction Corp NY 100 Park Ave 5th Fl New York, NY 10017	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.43	Nonpriority creditor's name and mailing address Turner Construction Company 375 Hudson St New York, NY 10014	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.44	Nonpriority creditor's name and mailing address Van Deusen & Associates 120 Eagle Rock Ave ste 310 East Hanover, NJ 07936	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes
3.45	Nonpriority creditor's name and mailing address Vanguard Construction Solutions LLC 1A Winston Way New Milford, CT 06776	As of the petition filing date, the claim is: Check all that apply. <input type="checkbox"/> Contingent <input type="checkbox"/> Unliquidated <input type="checkbox"/> Disputed Basis for the claim: Trade Debt Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address

On which line in Part 1 or Part 2 is the related creditor (if any) listed?

Last 4 digits of account number, if any

Debtor	Sutton 58 Owner LLC, a New York Limited Liability Company <u>Name</u>	Case number (if known)
	Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?
4.1	AAI Architects P.C. Nick Zigomanis, Vice President 14 Wall St 2Fl. New York, NY 10005	Line <u>3.1</u> <input type="checkbox"/> Not listed. Explain _____
4.2	Intralinks Inc. Gary Urvetzky 150 East 42nd Street New York, NY 10017	Line <u>3.17</u> <input type="checkbox"/> Not listed. Explain _____
4.3	Valer Enterprises, Inc. Michael Ashkenas 1170 Lincoln Ave Ste 1 Holbrook, NY 11741	Line <u>3.5</u> <input type="checkbox"/> Not listed. Explain _____

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

5a. Total claims from Part 1

5b. Total claims from Part 2

5c. Total of Parts 1 and 2

Lines 5a + 5b = 5c.

Total of claim amounts		
5a.	\$	0.00
5b.	+	6,568,524.06
5c.	\$	6,568,524.06

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability CompanyUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

 Check if this is an amended filing**Official Form 206G****Schedule G: Executory Contracts and Unexpired Leases**

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

1. Does the debtor have any executory contracts or unexpired leases?

 No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form. Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.1. State what the contract or lease is for and the nature of the debtor's interest

Additional 10 Feet-Cantilever

State the term remaining

**426 East 58th St
Lot 36**

List the contract number of any government contract _____

2.2. State what the contract or lease is for and the nature of the debtor's interest

13,121 Square Feet- Air Rights

State the term remaining

**447 East 57th Street
Lot 16**

List the contract number of any government contract _____

2.3. State what the contract or lease is for and the nature of the debtor's interest

Development Agreement dated December 22, 2014

State the term remaining

**Bauhouse Group I, Inc.
500 West Putnam Avenue
Greenwich, CT 06830**

List the contract number of any government contract _____

2.4. State what the contract or lease is for and the nature of the debtor's interest

7,000 Square Feet-Inclusionary Air Rights

State the term remaining

Fisher Brothers 2 or Other Source

List the contract number of any government contract _____

Debtor 1 **Sutton 58 Owner LLC, a New York Limited Liability Company**

First Name

Middle Name

Last Name

Case number (*If known*) _____**Additional Page if You Have More Contracts or Leases****2. List all contracts and unexpired leases**

State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

2.5. State what the contract or lease is for and the nature of the debtor's interest

57,000 square feet-
Inclusionary Air Rights

State the term remaining

Gemini Residential LLC
Fisher Brothers
299 Park Avenue

List the contract number of any government contract

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability CompanyUnited States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

 Check if this is an amended filing

Official Form 206H

Schedule H: Your Codebtors

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
 Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	Check all schedules that apply:
2.1	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	AAI Architects PC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.1</u> <input type="checkbox"/> G _____
2.2	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Adam Hakim	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
2.3	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Belkin Burden Wenig & Goldman	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.4</u> <input type="checkbox"/> G _____
2.4	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Bryan Cave LLP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
2.5	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Code Consultants Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____

Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.6	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	ConEdison	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
2.7	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Control Point Associates Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
2.8	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Corcoran Sunshine	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____
2.9	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Cosentini Consulting Engineers	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.10</u> <input type="checkbox"/> G _____
2.10	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	DeSimone Consulting	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.11</u> <input type="checkbox"/> G _____
2.11	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Douglas Elliman LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.12</u> <input type="checkbox"/> G _____
2.12	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Eastern Consolidated	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.13</u> <input type="checkbox"/> G _____
2.13	BH Sutton Mezz LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Eiseman Levine	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.14</u> <input type="checkbox"/> G _____

Sutton 38 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.14 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Entek Engineering LLC D _____
 E/F 3.15
 G _____

2.15 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 FP Architects New York Inc. D _____ E/F 3.16 G

2.16 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Intralinks Inc. D _____ E/F 3.17 G

2.17 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 J.J. Bonamsusa & Associates D _____ E/F 3.18 G

2.18 **BH Sutton Mezz LLC** **500 West Putnam Ave Ste 400 Greenwich, CT 06830** **JAL 58 LLC**
 D _____
 E/F 3.19
 G _____

2.19 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 JAM Consultants Inc. D _____ E/F 3.20 G

2.20 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 James F. Capalino Assoc. Inc. D _____ E/F 3.21 C _____

2.21 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 JM2 Architecture P.C. D _____ E/F 3.22 G

Debtor Sutton Co Owners LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.22 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Jones Lang LaSalle Americas D _____ E/F 3.23 G _____

2.23 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Langan Engineering D _____ E/F 3.24 G

2.24 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 LJC Dismantling Corp D _____ E/F 3.25 G

2.25 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Morrison & Foerster LLP D _____
 E/F 3.26 G

2.26 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Muchnick, Golieb & Golieb PC D _____ E/F 3.27 G

2.27 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 New York Immigration Fund LLC D _____ E/F 3.28 G

2.28 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 NRAI Inc. D _____ E/F 3.29 G

2.29 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 NYC Water Board D _____ E/F 3.30 G _____

Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.30 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 OVE Arup & Partners PC D _____
 E/F 3.31
 G _____

2.31 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Pembroke & Ives D _____ E/F 3.32 G

2.32 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Pillori Associates P.A. D _____ E/F 3.33 G

2.33 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Rick Stafford D _____ E/F 3.34 G

2.34 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Rowan Williams Davies & Irwin D _____ E/F 3.35 G

2.35 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 S.M. Berger Architecture P.C. D _____ E/F 3.36 G

2.36 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Steve Meister, Esq. D _____ E/F 3.37 S

2.37 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Systems Implementation Group D _____ E/F 3.38

Debtor Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.38 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 The Law Firm of Elias Schwartz D _____
 E/F 3.39
 G _____

2.39 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 The Marino Organization Inc. D _____ E/F _____ 3.40 G

2.40 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Thornton Tomasetti Inc. D _____
 E/F 3.41
 G

2.41 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Tishman Construction Corp NY D _____ E/F 3.42 G _____

2.42 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Turner Construction Company D _____ E/F 3.43 G

2.43 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Van Deusen & Associates D _____ E/F 3.44 G _____

2.44 BH Sutton Mezz LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Vanguard Construction D _____ E/F 3.45 G _____

2.45 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
 Greenwich, CT 06830 AAI Architects PC
 D _____
 E/F 3.1
 G

Debtor Cotton & COTTON EES, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

Column 1: Codebtor	Column 2: Creditor
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2.46	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Adam Hakim	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.2</u> <input type="checkbox"/> G _____
2.47	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Bauhouse Group I, Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.3</u> <input type="checkbox"/> G _____
2.48	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Belkin Burden Wenig & Goldman	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.4</u> <input type="checkbox"/> G _____
2.49	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Bryan Cave LLP	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.5</u> <input type="checkbox"/> G _____
2.50	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Code Consultants Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.6</u> <input type="checkbox"/> G _____
2.51	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	ConEdison	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.7</u> <input type="checkbox"/> G _____
2.52	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Control Point Associates Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.8</u> <input type="checkbox"/> G _____
2.53	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Corcoran Sunshine	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.9</u> <input type="checkbox"/> G _____

Debtor Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.54 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Cosentini Consulting Engineers D _____ E/F 3.10 G _____

2.56 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Douglas Elliman LLC D _____
 E/F 3.12 G

2.57 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Eastern Consolidated D _____
 E/F _____ 3.13
 G _____

2.58 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Eiseman Levine D _____
 E/F 3.14 G

2.59 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Entek Engineering LLC D _____ E/F 3.15 G

2.60 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
 Greenwich, CT 06830 FP Architects New
 York Inc. D _____
 E/F 3.16
 C

2.61 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Intralinks Inc. D _____ E/F 3.17

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company** Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
 Column 1: Codebtor Column 2: Creditor

2.62	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	J.J. Bonamsusa & Associates	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.18</u> <input type="checkbox"/> G _____
2.63	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	JAL 58 LLC	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.19</u> <input type="checkbox"/> G _____
2.64	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	JAM Consultants Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.20</u> <input type="checkbox"/> G _____
2.65	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	James F. Capalino Assoc. Inc.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.21</u> <input type="checkbox"/> G _____
2.66	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	JM2 Architecture P.C.	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.22</u> <input type="checkbox"/> G _____
2.67	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Jones Lang LaSalle Americas	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.23</u> <input type="checkbox"/> G _____
2.68	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Langan Engineering	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.24</u> <input type="checkbox"/> G _____
2.69	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	LJC Dismantling Corp	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.25</u> <input type="checkbox"/> G _____

Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Column 1: Codebtor **Column 2: Creditor**

2.70 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Morrison & Foerster LLP D _____
 E/F 3.26
 G _____

2.72 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
 Greenwich, CT 06830 New York
 Immigration Fund
 LLC D _____
 E/F 3.28
 G

2.73 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 NRAI Inc. D _____
 E/F 3.29 G

2.74 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
 Greenwich, CT 06830 NYC Water Board
 D _____
 E/F 3.30
 G

2.76 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
 Greenwich, CT 06830 Pembroke & Ives
 D _____
 E/F 3.32
 G

Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.

2.78 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Rick Stafford D _____
 E/F _____ 3.34
 G _____

2.79 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Rowan Williams Davies & Irwin D _____ E/F 3.35 G

2.80 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 S.M. Berger Architecture P.C. D _____ E/F 3.36 G _____

2.81 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Steve Meister, Esq. D _____
 E/F 3.37 G

2.82 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Systems Implementation Group D _____ E/F 3.38 G _____

2.83 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 The Law Firm of Elias Schwartz D _____ E/F 3.39 G _____

2.84 Sutton 58 Owner
LLC 500 West Putnam Ave Ste 400
Greenwich, CT 06830 The Marino
Organization Inc. D _____
 E/F 3.40
 G

2.85 Sutton 58 Owner LLC 500 West Putnam Ave Ste 400 Greenwich, CT 06830 Thornton Tomasetti Inc. D _____ E/F 3.41 G _____

Debtor Sutton 58 Owner LLC, a New York Limited Liability Company Case number (if known) _____

Additional Page to List More Codebtors

Copy this page only if more space is needed. Continue numbering the lines sequentially from the previous page.
Column 1: Codebtor *Column 2: Creditor*

2.86	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Tishman Construction Corp NY	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.42</u> <input type="checkbox"/> G _____
2.87	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Turner Construction Company	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.43</u> <input type="checkbox"/> G _____
2.88	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Van Deusen & Associates	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.44</u> <input type="checkbox"/> G _____
2.89	Sutton 58 Owner LLC	500 West Putnam Ave Ste 400 Greenwich, CT 06830	Vanguard Construction	<input type="checkbox"/> D _____ <input checked="" type="checkbox"/> E/F <u>3.45</u> <input type="checkbox"/> G _____

Fill in this information to identify the case:

Debtor name Sutton 58 Owner LLC, a New York Limited Liability Company

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

Case number (if known) _____

Check if this is an amended filing

Official Form 207

Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy

04/16

The debtor must answer every question. If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known).

Part 1: Income

1. Gross revenue from business

None.

Identify the beginning and ending dates of the debtor's fiscal year, which may be a calendar year	Sources of revenue Check all that apply	Gross revenue (before deductions and exclusions)
---	--	---

2. Non-business revenue

Include revenue regardless of whether that revenue is taxable. *Non-business income* may include interest, dividends, money collected from lawsuits, and royalties. List each source and the gross revenue for each separately. Do not include revenue listed in line 1.

None.

Description of sources of revenue	Gross revenue from each source (before deductions and exclusions)
-----------------------------------	--

Part 2: List Certain Transfers Made Before Filing for Bankruptcy

3. Certain payments or transfers to creditors within 90 days before filing this case

List payments or transfers--including expense reimbursements--to any creditor, other than regular employee compensation, within 90 days before filing this case unless the aggregate value of all property transferred to that creditor is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.)

None.

Creditor's Name and Address	Dates	Total amount of value	Reasons for payment or transfer Check all that apply
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4. Payments or other transfers of property made within 1 year before filing this case that benefited any insider

List payments or transfers, including expense reimbursements, made within 1 year before filing this case on debts owed to an insider or guaranteed or cosigned by an insider unless the aggregate value of all property transferred to or for the benefit of the insider is less than \$6,425. (This amount may be adjusted on 4/01/19 and every 3 years after that with respect to cases filed on or after the date of adjustment.) Do not include any payments listed in line 3. *Insiders* include officers, directors, and anyone in control of a corporate debtor and their relatives; general partners of a partnership debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(31).

None.

Insider's name and address Relationship to debtor	Dates	Total amount of value	Reasons for payment or transfer
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5. Repossessions, foreclosures, and returns

List all property of the debtor that was obtained by a creditor within 1 year before filing this case, including property repossessed by a creditor, sold at a foreclosure sale, transferred by a deed in lieu of foreclosure, or returned to the seller. Do not include property listed in line 6.

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**

Case number (if known)

 None

Creditor's name and address	Describe of the Property	Date	Value of property
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6. Setoffs

List any creditor, including a bank or financial institution, that within 90 days before filing this case set off or otherwise took anything from an account of the debtor without permission or refused to make a payment at the debtor's direction from an account of the debtor because the debtor owed a debt.

 None

Creditor's name and address	Description of the action creditor took	Date action was taken	Amount
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Part 3: Legal Actions or Assignments**7. Legal actions, administrative proceedings, court actions, executions, attachments, or governmental audits**

List the legal actions, proceedings, investigations, arbitrations, mediations, and audits by federal or state agencies in which the debtor was involved in any capacity—within 1 year before filing this case.

 None.

Case title Case number	Nature of case	Court or agency's name and address	Status of case
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8. Assignments and receivership

List any property in the hands of an assignee for the benefit of creditors during the 120 days before filing this case and any property in the hands of a receiver, custodian, or other court-appointed officer within 1 year before filing this case.

 None**Part 4: Certain Gifts and Charitable Contributions****9. List all gifts or charitable contributions the debtor gave to a recipient within 2 years before filing this case unless the aggregate value of the gifts to that recipient is less than \$1,000** None

Recipient's name and address	Description of the gifts or contributions	Dates given	Value
------------------------------	---	-------------	-------

Part 5: Certain Losses**10. All losses from fire, theft, or other casualty within 1 year before filing this case.** None

Description of the property lost and how the loss occurred	Amount of payments received for the loss	Dates of loss	Value of property lost
	If you have received payments to cover the loss, for example, from insurance, government compensation, or tort liability, list the total received.		
	List unpaid claims on Official Form 106A/B (Schedule A/B: Assets – Real and Personal Property).		

Part 6: Certain Payments or Transfers**11. Payments related to bankruptcy**

List any payments of money or other transfers of property made by the debtor or person acting on behalf of the debtor within 1 year before the filing of this case to another person or entity, including attorneys, that the debtor consulted about debt consolidation or restructuring, seeking bankruptcy relief, or filing a bankruptcy case.

 None.

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**

Who was paid or who received the transfer? Address	If not money, describe any property transferred	Dates	Total amount or value
11.1. LaMonica Herbst & Maniscalco, LLP 3305 Jerusalem Avenue Ste 201 Wantagh, NY 11793		<u>July 8, 2016</u>	<u>\$85,000.00</u>
Email or website address			
Who made the payment, if not debtor?			

12. Self-settled trusts of which the debtor is a beneficiary

List any payments or transfers of property made by the debtor or a person acting on behalf of the debtor within 10 years before the filing of this case to a self-settled trust or similar device.
Do not include transfers already listed on this statement.

None.

Name of trust or device	Describe any property transferred	Dates transfers were made	Total amount or value
13. Transfers not already listed on this statement			

13. Transfers not already listed on this statement

List any transfers of money or other property by sale, trade, or any other means made by the debtor or a person acting on behalf of the debtor within 2 years before the filing of this case to another person, other than property transferred in the ordinary course of business or financial affairs. Include both outright transfers and transfers made as security. Do not include gifts or transfers previously listed on this statement.

None.

Who received transfer? Address	Description of property transferred or payments received or debts paid in exchange	Date transfer was made	Total amount or value
Part 7: Previous Locations			

14. Previous addresses

List all previous addresses used by the debtor within 3 years before filing this case and the dates the addresses were used.

Does not apply

Address	Dates of occupancy From-To
Part 8: Health Care Bankruptcies	

15. Health Care bankruptcies

Is the debtor primarily engaged in offering services and facilities for:

- diagnosing or treating injury, deformity, or disease, or
- providing any surgical, psychiatric, drug treatment, or obstetric care?

No. Go to Part 9.

Yes. Fill in the information below.

Facility name and address	Nature of the business operation, including type of services the debtor provides	If debtor provides meals and housing, number of patients in debtor's care
Part 9: Personally Identifiable Information		

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**

Case number (if known)

16. Does the debtor collect and retain personally identifiable information of customers?

- No.
- Yes. State the nature of the information collected and retained.

17. Within 6 years before filing this case, have any employees of the debtor been participants in any ERISA, 401(k), 403(b), or other pension or profit-sharing plan made available by the debtor as an employee benefit?

- No. Go to Part 10.
- Yes. Does the debtor serve as plan administrator?

Part 10: Certain Financial Accounts, Safe Deposit Boxes, and Storage Units

18. Closed financial accounts

Within 1 year before filing this case, were any financial accounts or instruments held in the debtor's name, or for the debtor's benefit, closed, sold, moved, or transferred?

Include checking, savings, money market, or other financial accounts; certificates of deposit; and shares in banks, credit unions, brokerage houses, cooperatives, associations, and other financial institutions.

- None

Financial Institution name and Address	Last 4 digits of account number	Type of account or instrument	Date account was closed, sold, moved, or transferred	Last balance before closing or transfer

19. Safe deposit boxes

List any safe deposit box or other depository for securities, cash, or other valuables the debtor now has or did have within 1 year before filing this case.

- None

Depository institution name and address	Names of anyone with access to it Address	Description of the contents	Do you still have it?

20. Off-premises storage

List any property kept in storage units or warehouses within 1 year before filing this case. Do not include facilities that are in a part of a building in which the debtor does business.

- None

Facility name and address	Names of anyone with access to it	Description of the contents	Do you still have it?

Part 11: Property the Debtor Holds or Controls That the Debtor Does Not Own

21. Property held for another

List any property that the debtor holds or controls that another entity owns. Include any property borrowed from, being stored for, or held in trust. Do not list leased or rented property.

- None

Part 12: Details About Environment Information

For the purpose of Part 12, the following definitions apply:

Environmental law means any statute or governmental regulation that concerns pollution, contamination, or hazardous material, regardless of the medium affected (air, land, water, or any other medium).

Site means any location, facility, or property, including disposal sites, that the debtor now owns, operates, or utilizes or that the debtor formerly owned, operated, or utilized.

Hazardous material means anything that an environmental law defines as hazardous or toxic, or describes as a pollutant, contaminant, or a similarly harmful substance.

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**

Report all notices, releases, and proceedings known, regardless of when they occurred.

22. Has the debtor been a party in any judicial or administrative proceeding under any environmental law? Include settlements and orders.

- No.
- Yes. Provide details below.

Case title Case number	Court or agency name and address	Nature of the case	Status of case
---------------------------	----------------------------------	--------------------	----------------

23. Has any governmental unit otherwise notified the debtor that the debtor may be liable or potentially liable under or in violation of an environmental law?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
-----------------------	------------------------------------	-----------------------------	----------------

24. Has the debtor notified any governmental unit of any release of hazardous material?

- No.
- Yes. Provide details below.

Site name and address	Governmental unit name and address	Environmental law, if known	Date of notice
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Part 13: Details About the Debtor's Business or Connections to Any Business

25. Other businesses in which the debtor has or has had an interest

List any business for which the debtor was an owner, partner, member, or otherwise a person in control within 6 years before filing this case. Include this information even if already listed in the Schedules.

- None

Business name address	Describe the nature of the business	Employer Identification number Do not include Social Security number or ITIN.
-----------------------	-------------------------------------	--

Dates business existed

26. Books, records, and financial statements

26a. List all accountants and bookkeepers who maintained the debtor's books and records within 2 years before filing this case.

- None

Name and address	Date of service From-To
------------------	----------------------------

26b. List all firms or individuals who have audited, compiled, or reviewed debtor's books of account and records or prepared a financial statement within 2 years before filing this case.

- None

26c. List all firms or individuals who were in possession of the debtor's books of account and records when this case is filed.

- None

Name and address	If any books of account and records are unavailable, explain why
------------------	--

26d. List all financial institutions, creditors, and other parties, including mercantile and trade agencies, to whom the debtor issued a financial statement within 2 years before filing this case.

- None

Debtor **Sutton 58 Owner LLC, a New York Limited Liability Company**

Case number (*if known*)**Name and address****27. Inventories**

Have any inventories of the debtor's property been taken within 2 years before filing this case?

- No
 Yes. Give the details about the two most recent inventories.

Name of the person who supervised the taking of the inventory	Date of inventory	The dollar amount and basis (cost, market, or other basis) of each inventory
---	-------------------	--

28. List the debtor's officers, directors, managing members, general partners, members in control, controlling shareholders, or other people in control of the debtor at the time of the filing of this case.

Name	Address	Position and nature of any interest	% of interest, if any
BH Sutton Mezz LLC, a Delaware LLC	c/o Joseph P. Beninati, Managing Member 500 Putnam Avenue Ste 400 Greenwich, CT 06830		
BH Sutton Owner LLC, a Delaware LLC	c/o Joseph P. Beninati, Managing Member 500 West Putnam Ave Ste 400 Greenwich, CT 06830		

29. Within 1 year before the filing of this case, did the debtor have officers, directors, managing members, general partners, members in control of the debtor, or shareholders in control of the debtor who no longer hold these positions?

- No
 Yes. Identify below.

30. Payments, distributions, or withdrawals credited or given to insiders

Within 1 year before filing this case, did the debtor provide an insider with value in any form, including salary, other compensation, draws, bonuses, loans, credits on loans, stock redemptions, and options exercised?

- No
 Yes. Identify below.

Name and address of recipient	Amount of money or description and value of property	Dates	Reason for providing the value
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31. Within 6 years before filing this case, has the debtor been a member of any consolidated group for tax purposes?

- No
 Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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32. Within 6 years before filing this case, has the debtor as an employer been responsible for contributing to a pension fund?

- No
 Yes. Identify below.

Name of the parent corporation	Employer Identification number of the parent corporation
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Debtor Sutton 58 Owner LLC, a New York Limited Liability Company

Case number (if known)

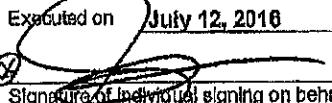
Part 14: Signature and Declaration

WARNING - Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both.
18 U.S.C. §§ 152, 1341, 1519, and 3571.

I have examined the information in this *Statement of Financial Affairs* and any attachments and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 12, 2016


Signature of individual signing on behalf of the debtor

Joseph Beninati

Printed name

Position or relationship to debtor Managing Member

Are additional pages to *Statement of Financial Affairs for Non-Individuals Filing for Bankruptcy* (Official Form 207) attached?

- No
 Yes